

Notice of Change in Remarketing Agent and of Intent of City of Marietta to Offer to Purchase Downtown Marietta Development Authority Revenue Bonds (The Marietta Conference Center Project) (Taxable)

\$13,000,000 Series 1996A, CUSIP Number 261162EY3

\$6,105,000 Series 1996B, CUSIP Number 261162EZ0

\$4,315,000 Series 2003, CUSIP Number 261162FY2

\$7,000,000 Series 2008, CUSIP Number 261162FZ9

This Notice is being provided by U.S. Bank National Association (the “Trustee”), as Trustee for the above-captioned bonds (the “Bonds”), to The Depository Trust Company (“DTC”) for dissemination to the beneficial owners of the Bonds, in connection with (1) the change to Morgan Keegan & Company, Inc. on November 11, 2008 as Remarketing Agent for the Bonds, and (2) the City’s intent to offer to purchase the Bonds (as an investment for available City funds) at interest rates described below.

The Bonds were issued by the Downtown Marietta Development Authority (the “Authority”) pursuant to a Trust Indenture and Security Agreement (as supplemented and amended, the “Indenture”), dated as of December 1, 1996, between the Authority and the Trustee. All of the Bonds currently operate in the Weekly Mode, at rates determined from time to time by the Remarketing Agent. In order to provide liquidity and credit support for the Bonds, the Authority entered into a Letter of Credit Agreement, dated as of August 1, 2008, with SunTrust Bank (the “Letter of Credit Bank”), providing for the issuance by the Letter of Credit Bank of its letters of credit to provide funds for the payment of principal of and interest on the Bonds and payment of the Purchase Price of any Bonds that are tendered for purchase and not timely remarketed, on the terms and conditions specified in the Indenture. The obligation of the Letter of Credit Bank and the availability of draws under the letters of credit are not changed by the City’s purchase of any or all of the Bonds. Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Indenture.

The Indenture provides that the Remarketing Agent shall select the lowest rate which, in the judgment of the Remarketing Agent would equal, but not exceed, the interest rate necessary to enable the Bonds to be sold (without regard to accrued interest) on the Rate Change Date at a price equal to 100% of their principal amount (the “Remarketing Agent Set Rate”). The rate is determined by the Remarketing Agent by 11:00 a.m. New York City time each Wednesday while the Bonds operate in the Weekly Mode and is effective from that Wednesday through the following Tuesday. SunTrust Robinson Humphrey, Inc. (“SunTrust Robinson”) is the current remarketing agent for the Bonds. SunTrust Robinson will assign its rights and responsibilities as

remarketing agent for the Bonds to Morgan Keegan & Company, Inc. (the "Remarketing Agent") effective November 11, 2008.

Owners of Bonds presently have the right to demand purchase of their Bonds by delivery of irrevocable written or telegraphic notice (to be confirmed in writing) to the Remarketing Agent and to U.S. Bank National Association, as Tender Agent (the "Tender Agent") on any Business Day at least 7 days prior to a Demand Date. The notice must specify (i) the principal amount of such Bond, the name and address of the Beneficial Owner and the taxpayer identification number of such Beneficial Owner; (ii) the name and address of the Participant through which the Beneficial Owner holds such Bond in the book-entry system of DTC; (iii) that such Bond is to be purchased on a specified Demand Date; and (iv) payment instructions with respect to the Purchase Price.

The City intends to submit to the Remarketing Agent on or before November 11, 2008, an offer to purchase all of the Bonds at a rate equal to the 30-day LIBOR rate on Monday, November 10, plus 10 basis points. The City intends to have a standing proposal to the Remarketing Agent to purchase up to all of the Bonds at a rate equal to the 30-day LIBOR rate (as determined on Wednesday, November 19 and on Wednesday of each week thereafter, or on the first Business Day immediately succeeding any Wednesday if LIBOR is not determined on any Wednesday), plus 10 basis points (the "Designated Rate"), until further notice. The City will provide notice in the same manner as this Notice promptly upon any determination by the City to discontinue such offer.

As has been widely reported in the national business press, short term interest rates, including rates on variable rate demand bonds, have experienced disruptions in the past several months. For the Rate Period commencing October 29, 2008, the Bonds bore interest at the rate of 5.75%. If the offer by the City had been outstanding for the Rate Period commencing October 29, 2008, the Designated Rate would have been 3.22%, which is 2.53% lower than the actual rate. Because the City anticipates that the Designated Rate offered by it may be lower than the rate otherwise determined by the Remarketing Agent, neither the City nor the Authority wishes any current Owner of the Bonds to have to hold the Bonds at the Designated Rate for the week beginning Wednesday, November 12, 2008 or thereafter. Accordingly, the City has directed the Tender Agent for the Bonds to accept and pay for any of the Bonds on Wednesday, November 12, 2008, for which it receives a tender notice by 11:00 a.m., Tuesday November 11, 2008, and will continue such action every Tuesday thereafter until notice is given. The City has established a custodial account with the Trustee to hold any Bonds purchased by the City and will wire sufficient funds to the Trustee no later than 12:00 noon on Wednesday, November 12, 2008 to pay for any tendered Bonds and by 12:00 noon on each Wednesday thereafter to pay for any subsequently tendered Bonds.

The City is holding the Bonds as an investment for City funds; however, if the Remarketing Agent can remarket some or all of the Bonds at a rate equal to or less than the then applicable Designated Rate, the Remarketing Agent will do so and the rate for all the Bonds (including Bonds owned by the City) will be the Remarketing Agent Set Rate. If the City determines, in its sole and absolute discretion, that it no longer wishes to maintain its investment in the Bonds, the City may tender some or all of its Bonds for remarketing and thereafter the rate

for all Bonds (whether or not owned by the City) will not be the Designated Rate, but will be the Remarketing Agent Set Rate.

The City will give any future Owner of Bonds notice that it will no longer be willing to purchase, as an investment for City funds, any Bonds tendered on a future tender date by giving notice in the same manner as this Notice, by noon on the Friday which is at least eleven days preceding the commencement of the Rate Period for which the City will no longer be willing to purchase all of the Bonds as an investment for City funds. At the specified date, draws on the liquidity facility portion of the Letter of Credit will be the source of payment for tendered, but not remarketed Bonds.

Any questions regarding this Notice may be directed to the City by contacting:

Sam Lady, Finance Director
(770) 794-5545
slady@mariettaga.gov

COPIES OF ALL NOTICES OF OPTIONAL TENDER SHOULD BE SENT VIA EMAIL TO: Gordon.Mortin@morgankeegan.com, Thomas.Galvin@morgankeegan.com, dave.dever@usbank.com, and slady@mariettaga.gov, IN ADDITION TO THE REQUIREMENTS FOR DELIVERY OF NOTICE DESCRIBED HEREIN.

The date of this Notice is November 5, 2008.

U.S. BANK NATIONAL ASSOCIATION,
as Trustee